

BYLAWS
CHEQUAMEGON AREA MOUNTAIN BIKE ASSOCIATION, INC.

Article I Purpose

The purpose of this organization is to develop, maintain, preserve and promote the sport of off-road bicycling in the Chequamegon Area in balance with the natural environment by:

1. Educating trail users about safe and responsible trail use.
2. Providing educational trail riding programs for men, women and youth.
3. Developing educational materials to permit greater and easier access to trail riding.
4. Assisting the U. S. Forest Service, Sawyer County Forestry Dept., Bayfield County Forestry Dept. and local townships to develop and maintain mountain bike trails on public lands.
5. Developing and distributing promotional materials to promote sustainable trail-based tourism.
6. Encouraging dialogue between trail users, public land managers, private landowners and other user groups.
7. Educating users, volunteers and the public about sustainable trail design and construction techniques and the values and benefits of mountain biking.
8. Promoting appreciation of and care for public lands.
9. Building, maintaining and promoting trail systems on public land for public use.
10. Organizing trail-based public events.

Article II Nondiscrimination

This corporation does not discriminate on the basis of race, physical handicap, sex, color, religion, sexual orientation or age and is committed to a policy of fair representation on the board of directors.

Article III Location

The principal office of the corporation, at which the general business of the corporation will be transacted and where the records of the corporation will be kept, will be at such place in the State of Wisconsin as may be fixed from time to time by the board of directors. Unless otherwise fixed it will be at P.O. Box 141, Cable, Wisconsin, 54821.

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Article IV Members

Section 1: Classes

The corporation shall have one class of members with two categories of membership: individual and family. Nothing in this provision shall void existing life memberships no longer offered by corporation. Life memberships shall be carried on the books of the corporation from year to year as if they were individual memberships.

Section 2: Membership

A member shall be any individual who has paid to the corporation the specific amount of annual dues or lifetime dues as may be set from time to time by the board of directors. Annual memberships shall have an expiration date as determined by the board of directors. No member may transfer membership. Any member may resign by filing a written resignation with the secretary of the corporation.

Section 3: Meetings

- a. Annual Meeting: An annual meeting of the members will be held in the month of October of each year or as otherwise determined by the board of directors. Each member shall receive at least twenty days' notice of the annual meeting. The annual meeting shall be for the purpose of electing directors and for transacting other business as may come before the meeting. Notice of the annual meeting shall include the slate of candidates for the office of director, and a biographical sketch of each candidate.
- b. Failure to hold the annual meeting shall not work a forfeiture or dissolution of the corporation.
- c. Special Meetings: Upon written request of the president or a majority of the board of directors the secretary shall call a special meeting of the members. The special meeting shall be scheduled within 30 days of receipt of the request. Business to be transacted at special meetings will be stated in the notice and limited to those items.
- d. Place of Meeting: All member meetings shall be held at a place within the state of Wisconsin as determined by majority of the board of directors.
- e. Notice: Notice of any meeting of the members shall specify the place, date and hour of the meeting and the purpose for which it is called, and shall be given to each member by mailing a written or printed notice, or by email, at least 10 days prior to the date of the meeting, unless a different time is prescribed for a particular action by Chapter 181 of the Wisconsin Statutes. Notice shall be deemed to be delivered when deposited in the United States mail, postage prepaid, addressed to the member at his or her address as it appears on the records of the corporation. Notice by email shall be deemed to be delivered when transmitted to the email address of the member as appears on the records of the corporation.
- f. Organization: The president of the corporation, or in his absence the vice president, or in absence of both, a chairperson chosen by a majority of the members present shall act as chair at member meetings. The secretary of the corporation, or in his absence a person appointed by the chair, shall act as secretary of the meeting.
- g. A quorum shall be 10% of members.

Section 4: Responsibilities and Voting Rights

- a. Voting Rights: The voting rights of each membership category are as follows: individual – one vote; family – two votes.
- b. Members shall have no responsibilities and voting rights on any matter except as specifically set forth herein, or as specified by the board of directors.

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- c. Every act or decision done or made by the vote of a majority of members present at a duly held meeting at which a quorum is present shall be the act or decision of the members, unless the law, the articles of incorporation, or these bylaws require a greater number.

Section 5: Method of Voting

- a. Absentee Ballots: Twenty days prior to the annual meeting every current member will be sent a board candidate ballot and an envelope to return the completed ballot. The member's name must appear on the envelope for voter registration purposes. Completed ballots must be returned to the corporation office by close of business one day prior to the annual meeting.
- b. The board of directors shall determine the procedure for counting votes and certifying election results. In case of a tie vote, a flip of a coin shall determine the election winner. In the event that the number of nominees is equal to the number of directors to be elected the board may declare the nominees elected without ballot. Notification of election without ballot shall accompany the meeting notice.
- c. The board of directors may provide terms and conditions for electronic ballots.
- d. In Person: Members who choose not to vote by absentee ballot may cast their vote in person at the annual meeting.
- e. Proxies: There shall be no votes by proxy.
- f. Cumulative Voting: There shall be no cumulative voting for board candidates or for any other purpose.
- g. No other method of voting shall be permitted.

Section 6: Action without meeting

- a. Any action that may be taken at an annual, regular or special meeting of members may be taken without a meeting if the corporation delivers a written ballot to every member entitled to vote on the matter.
- b. A written ballot shall set forth each proposed action and provide an opportunity to vote for or against the action.
- c. Approval by written ballot shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals the number of votes that would be required to approve the matter at a meeting.
- d. A solicitation for votes by written ballot shall include all of the following:
 - 1. The number of responses needed to meet the quorum requirements.
 - 2. The percentage of approvals necessary to approve each matter.
 - 3. The time by which a ballot must be received by the corporation in order to be counted.

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Article V Directors

Section 1: Powers

- a. Subject to the limitations of the articles of incorporation, these bylaws, and the laws of the State of Wisconsin, the affairs of the corporation shall be managed by the board of directors. The board of directors shall make all rules governing the conduct and management of the corporation which it deems advisable and are not in conflict with the purpose of the corporation or its bylaws.
- b. Directors shall serve without compensation; however, the board of directors may direct expenses to be paid to a director or directors incurred on behalf of the corporation. Nothing contained herein shall be construed to preclude any director from serving the corporation in any other capacity, or receiving reasonable compensation therefore.
- c. The board of directors may increase or decrease the number of board members by act of two thirds of the directors then in office.
- d. The board of directors may authorize as agents of the corporation persons in addition to the officers authorized by these bylaws to enter into contract or execute and deliver any instrument in the name of and on behalf of the corporation, or perform such duties as the board of directors may specify. Such authority may be general or confined to specific instances.

Section 2: Qualification: A director must be an individual and a member of the corporation.

Section 3: Number, Election and Term

- a. The number of directors of this corporation will be not less than three or more than 13. In any year in which the number of directors is increased or decreased, the terms of newly elected directors shall be adjusted so that approximately one third of the board of directors is elected each year.
- b. A slate of candidates for the position of director of the corporation shall be prepared by the board of directors at least 30 days prior to the annual meeting. Members may nominate themselves by notifying the executive director of the corporation, or any director, of his or her desire to be a candidate by mail or email on or before September 1. All candidates for the office of director must be members of the corporation.
- c. Directors shall be elected for a term of three years. Directors may be reelected to serve no more than two consecutive terms. One year must elapse for board eligibility after two consecutive terms.
- d. A director may resign at any time by giving written notice to the secretary or the president of the corporation, who shall advise the board of such resignation. The resignation shall take effect at the time specified in the notice, or if no time is specified, upon receipt of the resignation by the secretary of the corporation. Acceptance of a resignation shall not be necessary to make it effective.
- e. A vacancy or vacancies in the board of directors occurring for any reason, including increase in the number of directors, may be filled by the vote of a two-thirds majority of the directors then in office at any regular or special meeting. Each director so elected shall hold office for the unexpired portion of the term for which he or she was elected to fill.
- f. Notwithstanding the above, each director shall hold office until a successor has been elected and qualified.

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Section 4: Meetings

- a. The board of directors will hold regular meetings at least four times each calendar year at such place and hour as may be designated in the notice of the meeting. One regular meeting within 60 days following the Annual Membership Meeting will include the election of officers. One regular meeting 30 or more days prior to the Annual Membership Meeting will include the preparation of a slate of candidates for directors to be elected at the Annual Meeting.
- b. Special meetings of the board of directors may be called at any time by the president of the corporation or by written request of two directors.
- c. Notice of regular or special meetings will be emailed, mailed or phoned to each board member at least 3 but not more than 30 days prior to the day a meeting is to be held. The notice shall include date, time, and place of the meeting, and in the case of a special meeting, the purpose for which the special meeting is called.
- d. The transaction of any meeting of the board of directors, however called and noticed, shall be valid if a quorum is present, and if either before or after the meeting a written waiver of notice of the meeting is signed by each director not present at the meeting, and signed by each director present at the meeting who objected thereto to the transaction of any business because the meeting was not lawfully called or convened. All such waivers shall be filed with and made a part of the minutes of the meeting.
- e. An action required or permitted to be taken at a board meeting may be taken without a meeting if a consent in writing setting forth the action is signed by all directors then in office.
- f. A simple majority of the number of directors then in office shall constitute a quorum for the transaction of business. If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is the act of the board unless Wisconsin Statutes Chapter 181, the articles of incorporation, or the bylaws require a greater number of directors.
- g. Any meeting of the board of directors, whether regular or special, and whether or not a quorum is present, may be adjourned by the vote of a majority of the directors present.
- h. Robert's Rules of Order will be the authority for all questions of procedure at all meetings of the corporation.

Article VI Officers

Section 1: Number, Election and Term

- a. The officers of this corporation will be a president, vice president, secretary, treasurer, and such other officers and with such duties as the board prescribes.
- b. The officers of the corporation shall be chosen annually for one year terms by a majority of the board of directors at its first meeting following the annual meeting. Each officer shall hold office for one year or until such officer's successor has been duly elected and qualified, or until such officer's death, resignation, or removal. Election or appoint as an officer shall not of itself create contract rights.
- c. Any officer may resign at any time by giving written notice to the board of directors or the secretary of the corporation. The resignation shall take effect at the time specified in the notice, or if no time is specified, upon receipt of the resignation by the secretary of the corporation. Acceptance of a resignation shall not be necessary to make it effective.

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- d. Any officer may be removed from office without cause by the action of a majority of the board then in office.

Section 2: President

The president shall be the chief executive officer of the corporation, and shall have such duties, responsibilities and powers as may be necessary to carry out the directions and policies of the board of directors, or as are prescribed by the bylaws, or are otherwise delegated by the board of directors. The president shall at all times be subject to the policies, and direction of the board of directors. It shall be the duty of the president to preside at all meetings of members, and of the board of directors. The president shall have general supervision of the affairs of the corporation. The president will execute on behalf of the corporation all contracts, deeds, conveyances and other instruments in writing that may be authorized by the board of directors for the proper and necessary transaction of the business of the corporation. The president shall be ex officio member of all committees.

Section 3: Vice President

It shall be the duty of the vice president to act in the absence or disability of the president and to perform such other duties as may be assigned to him or her by the president or the board. In the absence of the president, the execution by the vice president on behalf of the corporation of any instrument will have the same force and effect as if it were executed by the president.

Section 4: Secretary

The secretary shall be responsible for keeping the corporate records. The secretary shall give all notices of meetings of the board of directors and all other notices required by law or by these bylaws. The secretary shall be the custodian of all books, correspondence, and papers relating to the business of the corporation, except those of the treasurer. The secretary shall present at each annual meeting of the board of directors a full report of the transactions and affairs of the corporation for the preceding year and also will prepare and present to the board of directors such other reports as it may desire and request at such time or times as it may designate. The board of directors at its discretion may elect an assistant secretary, not necessarily a member of the board of directors, who will perform the duties and assume the responsibilities of the secretary as above set forth under the general direction of the secretary or the president.

Section 5: Treasurer

The Treasurer will have general charge of the finances of the corporation. When necessary and proper, the treasurer will endorse on behalf of the corporation all checks, drafts, notes and other obligations and evidences of the payments of money to the corporation coming into the treasurer's possession; and the treasurer will deposit the same, together with all other funds of the corporation coming into his or her possession, in such bank or banks as may be selected by the board of directors. The Treasurer will keep full and accurate account of all receipts and disbursements of the corporation, in books belonging to the corporation, which will be open at all times to the inspection of the board of directors and the general public. The treasurer will present to the board of directors at its annual meeting the treasurer's report of the corporation and will from time to time make such other reports to the board of directors as it may require.

Section 6: Additional Duties

Any officer of the corporation, in addition to the powers conferred upon him or her by these bylaws will have such additional powers and perform such additional duties as may be prescribed from time to time by the board.

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Article VII Committees

Section 1: Committees

The board of directors may designate committees which will consist of one committee chair and two or more committee members. Committee members may be members of the board of directors, members of the corporation, or other interested individuals. Chairs of the committees will be appointed by the president of the corporation. Committees will act with the board's approval. After consultation with the committee chair, the president will appoint committee members. The studies, findings and recommendations of all committees will be reported to the board of directors for consideration and action, except as otherwise ordered by the board of directors. Committees may adopt such rules for the conduct of business as appropriate and as are not inconsistent with these bylaws, the articles of incorporation or law.

Article VIII Miscellaneous

Section 1: Indemnity

The corporation will have the power to indemnify and hold harmless any director, officer or employee from any suit, damage, claim, judgment, or liability arising out of, or asserted to arise out of, conduct of such person in his or her capacity as a director, officer or employee except in the cases involving willful misconduct. The corporation may procure insurance for such purposes.

Section 2: Signature

All checks, drafts and other orders for payment of funds will be signed by designee, employed or appointed, by the board of directors. All documents will require one signature.

Section 3: Inspection of Books

The corporation will keep correct and complete books and records of account and also will keep minutes of the proceedings of its members, board of directors, and committees having any of the authority of the board of directors; and it will keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member or his/her agent/attorney for any proper purpose at any reasonable time.

Section 4: Fiscal Year

The fiscal year of the corporation will be January 1 through December 31.

Section 6: Management of Funds

Funds received by donation, bequest or any other means will be used for the specific purpose designated by the donor, testator or testatrix unless such use is contrary to or in conflict with the purpose of the corporation as set forth in these bylaws and the articles of incorporation or otherwise jeopardizes the corporation's tax exempt status.

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Article IX Amendments

The board of directors may amend these bylaws to include or omit any provision that it could lawfully include or omit at that time the amendment is made. Upon written notice of at least 30 days prior to a designated meeting at which action is to be taken any number of amendments or an entire revision of the bylaws may be submitted and voted upon at a single meeting of the board of directors and will be adopted at such meeting upon receiving a two-thirds vote of all members of the board of directors.

Article X Dissolution

Upon dissolution of the corporation and after the payment or the provision for payment of all the liabilities of the corporation, the board of directors will dispose of all of the assets of the corporation exclusively for the purposes of the corporation to organizations that are then qualified as tax exempt organizations under 501(c) (3) of the Internal Revenue Code. Any assets not so disposed of will be disposed of by a court of jurisdiction in the county in which the principal office of the corporation is located.

Dated: _____

ATTEST:

(President, Vice President or Secretary)